

UNITED STATES DISTRICT COURT  
FOR THE  
DISTRICT OF MASSACHUSETTS

Vantage Financial Services, Inc.

Plaintiff

v.

Nonprofit Service Group Inc. and George E.  
Miller

Defendant

CIVIL ACTION NO. 04-11686WGY

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**AFFIDAVIT OF WILLARD E. FAWCETT, JR.**

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I, Willard E. Fawcett, Jr., do hereby depose and state as follows:

1. Since December, 1982, I have been employed by the Shriners Hospitals for Children ("Shriners Hospitals") at its Headquarters in Tampa, Florida. I assumed the position of Controller effective July, 2000.


2. I have personal knowledge of certain of the facts and circumstances surrounding the "Agreement to Provide Fund Raising, Consulting and Management Services" ("the Agreement") entered into between Shriners Hospitals and Vantage Financial Services, Inc. ("Vantage") on June 17, 1999 and June 22, 1999, respectively.

3. At the time the Agreement was executed, and thereafter, my duties and responsibilities as Assistant Controller, and then Controller, for Shriners Hospitals included monitoring and reviewing the financial results of the fundraising programs conducted by Vantage under the Agreement. This included, but was not limited to, accounting for gross donations, payments to Vantage, and net donations to the Shriners Hospitals under the

Agreement. Based on my review of the financial data concerning the Agreement, approximately 94 cents of every dollar donated by the public in response to fundraising programs conducted as a result of the Agreement was paid to Vantage to satisfy Vantage's invoices to Shriners Hospitals.

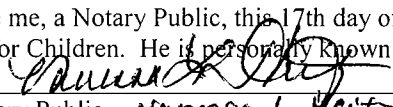
4. Attached hereto as Exhibit "A" is a true and accurate copy of a document maintained in the usual course of business by Shriners Hospitals entitled "Vantage Direct Mail Program Summary." Exhibit "A" was prepared on September 30, 2004, by me and under my supervision, and was generated in the regular course of business as part of Shriners Hospitals continued monitoring and accounting of the financial results of the Agreement. Exhibit "A" sets forth an accounting of the results of the fundraising program conducted by Vantage pursuant to the Agreement and indicates that, as of September 30, 2004, the Agreement had generated approximately \$46,421,209.00 in gross donations. Of the total gross donations, \$43,297,729.00 was paid to Vantage to satisfy Vantage's invoices from the Agreement.

SIGNED UNDER THE PAINS AND PENALTIES OF PERJURY this 17th day of August, 2005.

  
Willard E. Fawcett, Jr.

STATE OF FLORIDA                     )  
  :  
COUNTY OF HILLSBOROUGH        )

The foregoing Affidavit was subscribed and sworn to before me, a Notary Public, this 17th day of August, 2005, by Willard E. Fawcett, Jr., as Controller of Shriners Hospitals for Children. He is personally known to me.

  
Notary Public - Vanessa L. Heitzman  
My Commission Expires: 7-27-2009

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**RECEIVED**

**VANTAGE DIRECT MAIL PROGRAM SUMMARY**

**AUG 11 2005**

Summary of program activity from 7/1/1999 thru 9/30/04

**SHC LEGAL  
DEPARTMENT**

<b>GROSS PROGRAM DONATIONS</b>	<b>\$46,421,209</b>
<u>Less:</u> Returned Checks	((\$97,568))
Credit Card Charge Backs	((\$5,977))
SunTrust Bank Fees	((\$92,405))
SouthTrust Merchant Fees	((\$5,091))
<b>NET PROGRAM DONATIONS</b>	<b><u>\$46,220,167</u></b>
<u>Less:</u> Payments to Vantage	((\$36,043,436))
Vantage Settlement	((\$7,254,293))
BRE Funding	((\$40,000))
Payments to Merkle	((\$50,743))
<b>NET PROGRAM PROCEEDS</b>	<b><u><u>\$2,831,695</u></u></b>

**EXHIBIT "A"**